

## **EXHIBIT 3**

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF GEORGIA**

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In re: Equifax Inc. Customer Data  
Security Breach Litigation

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THEODORE H. FRANK and  
DAVID R. WATKINS,

Objectors.

MDL No. 17-2800-TWT

CONSUMER ACTIONS

Chief Judge Thomas W. Thrash, Jr.

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**DECLARATION OF MELISSA A. HOLYOAK**

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I, Melissa A. Holyoak, declare as follows:

1. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. My business address is Hamilton Lincoln Law Institute, 1629 K St. NW, Suite 300, Washington, DC 20006. My telephone number is (573) 823-5377. My email address is melissa.holyoak@hlli.org.

3. I represent class members David R. Watkins and Ted Frank in this matter. David R. Watkins and Ted Frank executed retainer agreements with HLLI setting forth the terms of their representation.

4. I plan to appear at the Fairness Hearing on behalf of my clients. I intend to rely on this Objection and accompanying declarations at the Fairness Hearing, and reserve the right to rely on any evidence submitted on the record.

**Legal background and class action experience**

5. I graduated Order of the Coif from the University of Utah S.J. Quinney College of Law in May 2003. I began working in 2003 as an associate in the Washington, D.C. office of O'Melveny & Myers LLP. While at O'Melveny, I managed complex commercial and financial services litigation, argued before the Fifth Circuit Court of Appeals and other federal and state courts, deposed witnesses, and authored various motions and briefs in state and federal trial and appellate courts. From 2008 until 2012, I was engaged as a consultant by professional services firms relating to strategic planning, as well as financial services related projects. In addition, from December

2010 through April 2012, I worked as a contract attorney for Gunster, Yoakley & Stewart, P.A., in West Palm Beach, Florida on complex financial services litigation matters. I was engaged to analyze contracts, develop defenses and draft responses relating to secondary mortgage market investor repurchase demands for large financial services clients involving origination, servicing and fraud allegations.

6. I joined the non-profit Center for Class Action Fairness (“CCAF”), a 501(c)(3) non-profit public-interest law firm based out of Washington, DC, in 2012. In 2015, CCAF merged into the non-profit Competitive Enterprise Institute (“CEI”) and became a division within their law and litigation unit. In January 2019, CCAF became part of the Hamilton Lincoln Law Institute (“HLLI”), a new non-profit public-interest law firm founded in 2018. I am the President and General Counsel of HLLI.

7. CCAF’s mission is to litigate on behalf of class members against unfair class action procedures and settlements. *See, e.g., Pearson v. NBTY, Inc.*, 772 F.3d 778, 787 (7th Cir. 2014) (praising CCAF’s work); *In re Dry Max Pampers Litig.*, 724 F.3d 713, 716-17 (6th Cir. 2013) (describing CCAF’s client’s objections as “numerous, detailed and substantive”) (reversing settlement approval and certification); *Richardson v. L’Oreal USA, Inc.*, 991 F. Supp. 2d 181, 205 (D.D.C. 2013) (describing CCAF’s client’s objection as “comprehensive and sophisticated” and noting that “[o]ne good objector may be worth many frivolous objections in ascertaining the fairness of a settlement”) (rejecting settlement approval and certification.)

8. The Center has won over 200 million dollars for class members and received national acclaim for its work. *See, e.g.,* Adam Liptak, *When Lawyers Cut Their Clients Out of the Deal*, N.Y. TIMES, Aug. 13, 2013 (“the leading critic of abusive class action settlements”); Roger Parloff, *Should Plaintiffs Lawyers Get 94% of a Class Action Settlement?*, FORTUNE, Dec. 15, 2015 (“the nation’s most relentless warrior against class-action fee abuse”); The Editorial Board, *The Anthem Class-Action Con*, WALL ST. J., Feb. 11, 2018 (opining “[t]he U.S. could use more Ted Franks” while covering CCAF’s role in exposing “legal looting” in the Anthem data breach MDL).

9. The Center has been successful, winning reversal or remand in over a dozen federal appeals decided to date. *E.g., Frank v. Gaos*, 139 S. Ct. 1041 (2019); *In re Lithium Ion Batteries Antitrust Litig.*, 777 Fed. Appx. 221 (9th Cir. 2019) (unpublished); *In re Google Inc. Cookie Placement Consumer Privacy Litig.*, 934 F.3d 316 (3d Cir. 2019); *In re EasySaver Rewards Litig.*, 906 F.3d 747 (9th Cir. 2018); *In re Subway Footlong Mktg. Litig.*, 869 F.3d 551 (7th Cir. 2017); *In re Target Corp. Customer Data Sec. Breach Litig.*, 847 F.3d 608 (8th Cir. 2017); *In re Walgreen Co. Stockholder Litig.*, 832 F.3d 718 (7th Cir. 2016); *In re EasySaver Rewards Litig.*, 599 Fed. Appx. 274 (9th Cir. 2015) (unpublished); *In re BankAmerica Corp. Secs. Litig.*, 775 F.3d 1060 (8th Cir. 2015); *Pearson v. NBTY, Inc.*, 772 F.3d 778 (7th Cir. 2014); *Redman v. RadioShack Corp.*, 768 F.3d 622 (7th Cir. 2014); *In re MagSafe Apple Power Adapter Litig.*, 571 Fed. Appx. 560 (9th Cir. 2014) (unpublished); *In re Dry Max Pampers Litig.*, 724 F.3d 713 (6th Cir. 2013); *In re HP Inkjet Printer*

*Litigation*, 716 F.3d 1173 (9th Cir. 2013); *In re Baby Products Antitrust Litigation*, 708 F.3d 163 (3d Cir. 2013); *Dewey v. Volkswagen*, 681 F.3d 170 (3d Cir. 2012); *Robert F. Booth Trust v. Crowley*, 687 F.3d 314 (7th Cir. 2012); *Nachshin v. AOL, LLC*, 663 F.3d 1034 (9th Cir. 2011); *In re Bluetooth Headset Prods. Liab. Litig.*, 654 F.3d 935 (9th Cir. 2011). A number of these appeals centered around class certification issues similar to the ones raised in this objection. *E.g.*, *Lithium*; *Dewey*. While, like most experienced litigators, we have not won every appeal we have litigated, CCAF has won the majority of them.

10. I joined CCAF in 2012 and have authored numerous district court and appellate briefs, reviewed and analyzed numerous settlements, reviewed and edited objections and other briefs, conducted legal research, and appeared on behalf of CCAF in federal district and appellate courts in multiple cases, including arguments in the Seventh Circuit, Eighth Circuit and Ninth Circuit.

### **CCAF Class-Action Objections**

11. CCAF and HLLI have represented clients (or CCAF and HLLI attorneys have appeared *pro se*) in the following objections to settlements or fee requests, which I color-code as green for successful or partially successful; red for unsuccessful; and white for pending without interim success. The Preliminary Approval Order requires a “[s]tatement identifying all instances in which the counsel or the counsel’s law firm have objected to a class action settlement within the preceding five (5) years,” I have not limited this list to

the preceding five years because of the burden such winnowing would impose and the risk of potentially excluding cases in which I or other CCAF attorneys appeared that were appealed or otherwise proceeded without our active participation within the specified time period. Note that some cases involve multiple objections to multiple iterations of the settlement. Unless otherwise indicated, we did not receive payment. This list does not include class action settlement cases where we were appointed or sought amicus status on behalf of class interests without representing an objecting class member, or cases where we sought to be appointed guardian ad litem on behalf of the class.

<b>Case</b>	<b>Result</b>
<i>In re Bluetooth Headset Products Liability Litigation</i> , Case No 2:07-ML-1822-DSF-E (C.D. Cal.)	District court approved the settlement and fee request. On appeal, the Ninth Circuit vacated, 654 F.3d 935 (9th Cir. 2011). On remand, the district court approved the settlement and reduced fees from \$800,000 to \$232,000. We did not appeal again, and received no payment.
<i>In re TD Ameritrade Account Holder Litigation</i> , Case No C 07-2852 VRW (N.D. Cal.)	The objection was successful and the district court rejected the settlement. 2009 U.S. Dist. LEXIS 126407 (N.D. Cal. Oct. 23, 2009). A substantially improved settlement was approved.
<i>Fairchild v. AOL</i> , Case No 09-cv-03568 CAS (PLAx) (C.D. Cal.)	The trial court approved the settlement and fee request. The Center appealed and in November, 2011, the Ninth Circuit reversed, sustaining the Center's objection to the improper <i>cy pres</i> . <i>Nachshin v. AOL, LLC</i> , 663 F.3d 1034 (9th Cir. 2011). On remand, the parties cured the abusive <i>cy pres</i> .

Case	Result
<i>In re Yahoo! Litigation</i> , Case No 06-cv-2737 CAS (FMOx) (C.D. Cal.)	The district court approved the settlement and fee request. Ted Frank withdrew from representations of my clients during the appeal, and the clients chose to voluntarily dismiss their appeal. CCAF received no payment. The appeal was meritorious and would have prevailed; the plaintiffs' tactic of buying off CCAF's clients at the expense of the class was unethical.
<i>True v. American Honda Motor Co.</i> , Case No. 07-cv-00287 VAP (OPx) (C.D. Cal.)	The objection was successful and the district court rejected the settlement. 749 F. Supp. 2d 1052 (C.D. Cal. 2010). The parties negotiated a substantially improved settlement in California state court, winning the class millions of dollars more in benefit. CCAF attorney Frank Bednarz appeared for the objector <i>pro hac vice</i> .
<i>Lonardo v. Travelers Indemnity</i> , Case No. 06-cv-0962 (N.D. Ohio)	The parties in response to the objection modified the settlement to improve class recovery from \$2.8M to \$4.8M while reducing attorneys' fees from \$6.6M to \$4.6M and the district court approved the modified settlement and awarded CCAF about \$40,000 in fees. 706 F. Supp. 2d 766 (N.D. Ohio 2010). The "Court is convinced that Mr. Frank's goals are policy-oriented as opposed to economic and self-serving." <i>Id.</i> at 804. We did not appeal, and received no payment beyond that ordered by the court.



Case	Result
<i>In re Motor Fuel Temperature Sales Practices Litigation</i> , Case No. 07-MD-1840-KHV (D. Kan.)	We objected to the settlement with Costco; the district court rejected the settlement, but approved a materially identical one after our renewed objection. The district court approved several other settlements that CCAF objected to (including several with me as the objector). The Tenth Circuit affirmed and denied our petition for rehearing <i>en banc</i> .
<i>Bachman v. A.G. Edwards</i> , Cause No: 22052-01266-03 (Mo. Cir. Ct.)	The district court approved the settlement and fee request, and the decision was affirmed by the intermediate appellate court. The Missouri Supreme Court declined further review.
<i>Dewey v. Volkswagen</i> , Case No. 07-2249(FSH) (D.N.J.)	We objected on behalf of multiple class members, including a law professor. The district court approved the settlement, but reduced the fee request from \$22.5 million to \$9.2 million. CCAF appealed and the settling parties cross-appealed the fee award. On appeal, the Third Circuit sustained CCAF's objection to the Rule 23(a)(4) determination and vacated the settlement approval. 681 F.3d 170 (3d Cir. 2012). On remand, the parties modified the settlement to address CCAF's objection and make monetary relief available to hundreds of thousands of class members who had been frozen out by the previous settlement. The district court awarded CCAF \$86,000 in fees. Other objectors appealed and we defended the district court's settlement approval on appeal. The Third Circuit affirmed the settlement approval and the Supreme Court denied <i>certiorari</i> . We received no payment beyond that authorized by the court.

Case	Result
<i>In re Apple Inc. Securities Litig.</i> , Case No. C-06-5208-JF (N.D. Cal.)	As a result of CCAF's objection, the parties modified the settlement to pay an additional \$2.5 million to the class instead of third-party <i>cy pres</i> . The district court awarded attorneys' fees to CCAF and approved the settlement and fee request. We did not appeal and received no payment beyond that authorized by the court.
<i>Robert F. Booth Trust v. Crowley</i> , Case No. 09-cv-5314 (N.D. Ill.) (Rule 23.1) ( <i>pro se</i> objector)	The district court denied our motion to intervene and dismiss abusive shareholder derivative litigation that sought \$930,000 in fees, and then rejected the proposed settlement. On appeal, the Seventh Circuit agreed (1) that the motion to intervene should have been granted and (2) the motion to dismiss should have been granted, and remanded with orders to dismiss the litigation. 687 F.3d 314 (7th Cir. 2012). As a result, Sears shareholders saved \$930,000 in attorneys' fees. CCAF was awarded a few hundred dollars in costs.

Case	Result
<i>In re Classmates.com Consolidated Litigation</i> , Case No. 09-cv-0045-RAJ (W.D. Wash.)	We objected on behalf of law professor Michael Krauss. The district court granted CCAF's objection and rejected the settlement. The parties proposed an improved settlement, and the district court sustained our renewed objection to the settlement. The parties modified the settlement again to pay class members over \$2 million more than the original settlement, and the district court agreed with CCAF that the fee request was excessive, reducing the fee request from \$1.05 million to \$800,000. The district court praised CCAF's work and sanctioned plaintiffs \$100,000 (awarded to the class) for its abusive discovery of objectors. 2012 U.S. Dist. LEXIS 83480 (W.D. Wash. Jun. 15, 2012). CCAF did not appeal and did not receive any payment.
<i>Ercoline v. Unilever</i> , Case No. 10-cv-1747 (D. N.J.) ( <i>pro se</i> objector)	The district court approved the \$0 settlement and fee request and Mr. Frank did not appeal. Mr. Frank and CCAF did not receive any payment.
<i>In re HP Inkjet Printer Litigation</i> , Case No. 05-cv-3580 (N.D. Cal.) ( <i>pro se</i> objector)	The district court approved the settlement and reduced the fee request from \$2.3 million to \$1.5 million. On appeal, the Ninth Circuit vacated the settlement approval and fee award. 716 F.3d 1173 (9th Cir. 2013). On remand, the district court again approved the settlement and reduced the fee request to \$1.35 million. We did not appeal, and received no payment.

Case	Result
<i>In re HP Laserjet Printer Litigation</i> , Case No. 8:07-cv-00667-AG-RNB (C.D. Cal) ( <i>pro se</i> objector)	The trial court approved the settlement, while lowering the attorneys' fees from \$2.75M to \$2M. We did not appeal, and received no payment.
<i>In re New Motor Vehicles Canadian Export Antitrust Litigation</i> , No. MDL 03-1532 (D. Me.) (Ted Frank was objector represented by CCAF counsel Dan Greenberg)	The trial court agreed with Mr. Frank's objection that the <i>cy pres</i> was inappropriate, and the parties modified the settlement to augment class recovery by \$500,000. The court affirmed the fee request, but awarded CCAF about \$20,000 in fees.
<i>Sobel v. Hertz Corp.</i> , No. 06-cv-545 (D. Nev.) (CCAF attorney Dan Greenberg)	The district court agreed with our objection and refused to approve the coupon settlement. The parties litigated, and the district court granted partial summary judgment in the amount of \$45 million, and awarded CCAF fees of \$90,000. Hertz won reversal on appeal, and CCAF received nothing.
<i>Cobell v. Salazar</i> , Case No. 1:96-cv-1285 (TFH) (D.D.C.)	The district court approved the settlement, but reduced the requested fees from \$224 million to \$99 million, and reduced the proposed incentive award by several million dollars, creating over \$130 million of additional benefit to the class. On appeal, the D.C. Circuit affirmed the settlement approval. 679 F.3d 909. CCAF's client retained other counsel and petitioned the Supreme Court to hear the case. The Supreme Court denied the writ of certiorari. We received no payment.

Case	Result
<i>Stetson v. West Publishing</i> , Case No. CV-08-00810-R (C.D. Cal.) (CCAF attorney Dan Greenberg)	The district court sustained our objection and rejected the coupon settlement. The parties proposed a modified settlement that improved class recovery by several million dollars. We did not object to the new settlement, and neither sought nor received payment.
<i>McDonough v. Toys “R” Us</i> and <i>Elliott v. Toys “R” Us</i> , Case Nos. 2:06-cv-00242-AB, No. 2:09-cv-06151-AB (E.D. Pa.)	The district court approved the settlement and fee request. CCAF appealed, and the Third Circuit vacated the settlement approval and fee award. <i>In re Baby Prods Antitrust Litig.</i> , 708 F.3d 163 (3d Cir. 2013). On remand, the parties negotiated an improved settlement that improved class recovery by about \$15 million. We did not object to the settlement but objected to the renewed fee request. The district court awarded CCAF \$742,500 in fees and reduced class counsel’s fees by the same amount. CCAF appealed, but voluntarily dismissed the appeal without receiving any payment beyond what was ordered by the court.
<i>Trombley v. National City Bank</i> , Case No. 10-cv-232 (JDB) (D.D.C.)	We objected to an excessive fee request of ~\$3000/hour for every partner, associate, and paralegal in a case that settled in a reverse auction shortly after a complaint was filed; we further objected to an arbitrary allocation process that prejudiced some class members at the expense of others. The district court approved the settlement and fee request. CCAF did not appeal, and received no payment. Later, CCAF won appeals in the Third and Seventh Circuits on some of the issues we raised in this case.

Case	Result
<i>Blessing v. Sirius XM Radio Inc.</i> , Case No. 09-cv-10035 (S.D.N.Y.)	The district court approved the settlement and fee request, and the Second Circuit affirmed in an unpublished order. CCAF petitioned for <i>certiorari</i> . The Supreme Court denied <i>certiorari</i> , but Justice Alito wrote separately to indicate that, while <i>certiorari</i> was inappropriate, the Second Circuit erred in holding CCAF's client did not have standing to challenge the improper class counsel appointment. <i>Martin v. Blessing</i> , 134 S. Ct. 402 (2013).
<i>Weeks v. Kellogg Co.</i> , Case No. CV-09-08102 (MMM) (RZx) (C.D. Cal.) (CCAF attorney Dan Greenberg)	The district court sustained CCAF's objection and refused settlement approval. The parties modified the settlement to largely address CCAF's concerns, creating extra pecuniary benefit to the class. The Center sought and was awarded attorneys' fees as a percentage of the benefit conferred, and received no other payment beyond that awarded by the court.
<i>In re Dry Max Pampers Litig.</i> , Case No. 1:10-cv-00301 TSB (S.D. Ohio)	The district court approved the settlement and fee request. On appeal, the Sixth Circuit vacated both orders. 724 F.3d 713 (6th Cir. 2013). On remand, plaintiffs dismissed the meritless litigation, benefiting the class that would not have to pay the higher costs from abusive litigation. We received no payment.
<i>In re Mutual Funds Investment Litig.</i> , No. 04-md-15862 (D. Md.)	The trial court approved the settlement and fee award. CCAF did not appeal, and received no payment.

Case	Result
<i>Barber Auto Sales, Inc. v. UPS</i> , No. 5:06-cv-04686-IPJ (N.D. Ala.) (CCAF attorney Dan Greenberg)	The trial court approved the settlement and fee award. CCAF did not appeal, and received no payment.
<i>Brazil v. Dell</i> , No. C-07-1700 RMW (N.D. Cal.) (CCAF attorney Dan Greenberg)	The trial court approved the settlement and fee award. CCAF appealed. After CCAF filed its opening brief in the Ninth Circuit, the trial court modified its opinion approving the settlement and fee award. CCAF chose to voluntarily dismiss its appeal and received no payment.
<i>Fogel v. Farmers</i> , No. BC300142 (Super. Ct. Cal. L.A. County)	The trial court approved the settlement and reduced the fees from \$90M to \$72M. The Center was awarded fees and expenses for its objection, and did not appeal, and received no payment beyond what the court ordered.
<i>Walker v. Frontier Oil</i> , No. 2011-11451 (Harris Cty. Dist. Ct. Tex.)	The trial court approved the settlement and fee award. On appeal, the Texas Court of Appeals agreed that the \$612,500 fee award violated Texas law, saving shareholders \$612,500. <i>Kazman v. Frontier Oil</i> , 398 SW 3d 377 (Tex. App. 2013). We neither sought nor received payment.
<i>In re MagSafe Apple Power Adapter Litig.</i> , No. C. 09-1911 JW (N.D. Cal.)	We objected on behalf of law professor Marie Newhouse. The trial court approved the settlement and fee award. On appeal, the Ninth Circuit in an unpublished decision vacated both orders and remanded for further proceedings. The Center renewed its objection and the district court approved the settlement but reduced fees from \$3 million to \$1.76 million. We did not appeal, and received no payment.



Case	Result
<i>In re Online DVD Rental Antitrust Litig.</i> , No 4:09-md-2029 PJH (N.D. Cal.)	Mr. Frank was the objector. The district court approved the settlement and fee award, and the Ninth Circuit affirmed. 779 F.3d 934 (9th Cir. 2015). On remand, class counsel attempted to distribute over \$2 million to <i>cy pres</i> . We objected to the <i>cy pres</i> proposal, and the court agreed and ordered distribution to the class. We did not seek attorneys' fees.
<i>In re Nutella Marketing and Sales Practices Litig.</i> , No 11-1086 (FLW)(DEA) (D. N.J.) (CCAF attorney Dan Greenberg)	The district court approved the settlement, but reduced the fee award by \$2.5 million. We did not appeal, and received no payment.
<i>In re Groupon, Inc., Marketing and Sales Practices Litig.</i> , No. 3:11-md-2238-DMS-RBB (S.D. Cal.) ( <i>pro se</i> objection; separately retained in private capacity on appeal)	The district court sustained the objection to the settlement; the parties presented a materially identical settlement and the district court approved that settlement and fee award. Mr. Frank did not appeal and received no payment. Other objectors appealed. After briefing was complete, Mr. Frank was retained by one of the appellants in his private capacity to argue the appeal on a flat-fee basis, and the Ninth Circuit agreed in an unpublished order that the district court's settlement approval applied the wrong standard of law, and vacated and remanded. On remand, the parties proposed a new settlement, and we did not object.



Case	Result
<i>In re Johnson &amp; Johnson Derivative Litig.</i> , No. 10-cv-2033-FLW (D.N.J.)	The district court approved the settlement. CCAF appealed and successfully moved to stay the appeal while the fee request was litigated. The district court reduced the fee request from \$10.45 million to about \$5.8 million, saving shareholders over \$4.6 million. CCAF voluntarily dismissed its appeal, and received no payment.
<i>Pecover v. Electronic Arts Inc.</i> , No. C 08-02820 CW (N.D. Cal.) (Mr. Frank objected, represented by CCAF attorney Melissa Holyoak)	The district court honored our objection to the excessive <i>cy pres</i> and encouraged modifications to the settlement that addressed my objection. As a result of the Center's successful objection, the class recovery improved from \$2.2 million to \$13.7 million, an improvement of over \$11.5 million. The Center did not appeal the decision. The district court awarded \$33,975 in attorneys' fees to the Center. The Center received no payment not ordered by the Court.

Case	Result
<p><i>In re EasySaver Rewards Litigation</i>, No. 3:09-cv-2094-AJB (WVG), No. 3:09-cv-2094-BAS (S.D. Cal.)</p>	<p>The district court approved the settlement and the fee request. On appeal, the Ninth Circuit vacated the settlement approval and remanded for further consideration. We renewed our objection, and the district court approved the settlement and fee request again. On appeal, the Ninth Circuit vacated and remanded the fee award, but affirmed the settlement approval. We sought <i>certiorari</i> on the settlement approval, but a defendant obtained a bankruptcy stay, and the Supreme Court denied <i>certiorari</i> after plaintiffs argued that <i>certiorari</i> should be denied because of the stay. Our client objected to the renewed fee request, and the district court upheld the objection, denying the motion without prejudice. A new fee request is pending in the district court subject to the bankruptcy stay, and our client will likely object to that one as well.</p>
<p><i>In re Citigroup Inc. Securities Litigation</i>, No. 07 Civ. 9901 (SHS) (S.D.N.Y.) (<i>pro se</i> objection; then represented by CCAF attorneys)</p>	<p>The parties agreed to correct the defective notice. Upon new notice, we restricted the objection to the excessive fee request. The district court agreed to reduce the fee request (and thus increase the class benefit) by \$26.7 million. 965 F. Supp. 2d 369 (S.D.N.Y. 2013). We were awarded costs. We appealed the fee decision, but voluntarily dismissed the appeal without further payment. Our objection to the <i>cy pres</i> proposal was overruled and we won a stay of the <i>cy pres</i> order and appealed. While the appeal was pending, in 2017, class counsel agreed to distribute the proposed <i>cy pres</i> to the class, and the appeal was remanded to district court after a Rule 62.1 indicative ruling. The district court granted our request for attorneys' fees.</p>

Case	Result
<p><i>City of Livonia Employees' Retirement System v. Wyeth</i>, No. 1:07-cv-10329 (RJS) (S.D.N.Y.)</p>	<p>The district court approved the settlement and reduced fees (and thus increased class benefit) by \$3,037,500. Though the court ultimately agreed in part with our objection to fees, it was critical of our objection, though it mischaracterized the argument we made. The district court criticized the objection as “frivolous” but the First Circuit recently held in a non-CCAF case that the issue of a minimum distribution threshold does indeed make a settlement problematic. We did not appeal, and received no payment.</p>
<p><i>In re Bayer Corp. Combination Aspirin Prods. Mktg. and Sales Practices Litig.</i>, No. 09-md-2023 (BMC) (JMA) (E.D.N.Y.) (Ted Frank objected, represented by CCAF attorney Adam Schulman)</p>	<p>Upon Mr. Frank’s objection, the parties modified the settlement to provide for direct distribution to about a million class members, increasing class recovery from about \$0.5 million to about \$5 million. The district court agreed with our objection to one of the <i>cy pres</i> recipients, but otherwise approved the settlement and the fee request. CCAF was awarded attorneys’ fees. We did not appeal, and neither Mr. Frank nor CCAF received any payment not awarded by the court.</p>

Case	Result
<i>In re Southwest Airlines Voucher Litig.</i> , No. 11-cv-8176 (N.D. Ill.) (Greg Markow objected, represented by CCAF attorneys Melissa Holyoak, Ted Frank and Frank Bednarz)	The district court approved the settlement, but reduced fees by \$1.67 million. We appealed, and the plaintiffs cross-appealed; the Seventh Circuit affirmed, but reduced fees further. On remand, class counsel asserted rights to additional fees, and we objected again. The court denied the fee request in part, and, on motion for reconsideration, vacated the fee order on the grounds notice was required. We negotiated a settlement that tripled relief to the class. We moved for attorneys' fees, which the district court denied. We appealed the denial and won reversal and attorneys' fees.
<i>Fraley v. Facebook, Inc.</i> , No. 11-cv-01726 (RS) (N.D. Cal.) ( <i>pro se</i> objection)	The district court approved the settlement, which was modified after our objection by increasing class distributions by 50%. The district court further reduced fees by \$2.8 million, which increased the <i>cy pres</i> distribution by the same amount. We did not appeal the settlement approval or fee award, and did not receive any payment. Our request for attorneys' fees was denied, and our appeal of that decision was denied. We did not seek <i>certiorari</i> .

Case	Result
<p><i>Pearson v. NBTY</i>, No. 11-CV-07972 (N.D. Ill) (Ted Frank objected, represented by CCAF attorneys Melissa Holyoak and Frank Bednarz)</p>	<p>The district court approved the settlement, but reduced fees by \$2.6 million. On appeal, the Seventh Circuit reversed the settlement approval, praising the work of the Center. 772 F.3d 778 (7th Cir. 2014). On remand, the settlement was modified to increase class recovery from \$0.85 million to about \$5.0 million. The second settlement was approved, and CCAF was awarded attorneys’ fees of \$180,000. Other objectors appealed; we cross-appealed to protect our rights. When the other objectors dismissed their appeals, we dismissed our cross-appeal without any payment beyond that ordered by the court. We moved the district court for relief requiring other objectors who received under-the-table payments to be required to disgorge those payments to the class, an action that was covered by the <i>Wall Street Journal</i>. The district court held it did not have jurisdiction over the action, and we appealed that decision and won in the Seventh Circuit. The district court denied the motion to disgorge extortionate objector fees, and our appeal of that decision is pending.</p>
<p><i>Marek v. Lane</i>, 134 S. Ct. 8, 571 US – (2013).</p>	<p>In 2013 an objector retained the Center to petition the Supreme Court for a writ of <i>certiorari</i> from <i>Lane v. Facebook.</i>, 696 F.3d 811 (9th Cir. 2012), <i>rehearing denied</i> 709 F.3d 791 (9th Cir. 2013), a case we had not previously been involved in. Although the Supreme Court declined to hear the case, Chief Justice Roberts wrote an opinion respecting denial of <i>certiorari</i> declaring the Court’s interest in the issue of <i>cy pres</i> that has been influential in improving many settlements for class members.</p>

Case	Result
<i>Dennis v. Kellogg, Inc.</i> , No. 09-cv-01786 (IEG) (S.D. Cal.)	On remand from a Ninth Circuit decision, the district court approved a modified settlement and the fee request. Law professor Todd Henderson was the objector. CCAF did not appeal or receive any payment.
<i>Berry v. LexisNexis.</i> , No. 11-cv-754 (JRS) (E.D. Va.) (CCAF attorney Adam Schulman <i>pro se</i> )	The district court approved the settlement and the fee request. The Fourth Circuit affirmed, and the Supreme Court denied <i>certiorari</i> .
<i>In re BankAmerica Corp. Secs. Litig.</i> , No. 13-2620 (8th Cir.)	CCAF was retained as appellate counsel on behalf of a class representative objecting to a <i>cy pres</i> distribution and supplemental fee award, and prevailed. 775 F.3d 1060 (8th Cir. 2015). As a result, the class will receive an extra \$2.6 to \$2.7 million, plus any proceeds from pending collateral litigation against third parties. CCAF did not seek or receive any payment beyond costs.
<i>Redman v. Radioshack Corp.</i> , No. 11-cv-6741 (N.D. Ill.) (Michael Rosman objected, represented by CCAF attorneys Melissa Holyoak and Ted Frank)	The district court approved the settlement and the fee request. On appeal, the Seventh Circuit reversed, upholding our objection. 768 F.3d 622 (7th Cir. 2014). The case is pending on remand, but is presumably extinguished by RadioShack's bankruptcy. We were awarded costs.

Case	Result
<i>Richardson v. L'Oreal USA</i> , No. 13-cv-508-JDB (D.D.C.) (Melissa Holyoak objected, represented by CCAF attorney Adam Schulman)	The district court sustained our objection to the settlement. 991 F. Supp. 2d 181 (D.D.C. 2013). We received no payment.
<i>Gascho v. Global Fitness Holdings, LLC</i> , No. 2:11-cv-436 (S.D. Ohio)	We represented law professor Josh Blackman. The district court approved the settlement and fee request. The Sixth Circuit affirmed in a 2-1 decision, and denied <i>en banc</i> review. The Supreme Court denied <i>certiorari</i> .
<i>Steinfeld v. Discover Financial Services</i> , No. 3:12-cv-01118-JSW (N.D. Cal.)	We withdrew the objection upon assurances from the parties about the interpretation of some ambiguous settlement terms. We received no payment.
<i>In re Aetna UCR Litigation</i> , No. 07-3541, MDL No. 2020 (D.N.J) (Ted Frank was a <i>pro se</i> objector with assistance from local counsel)	While our objection was pending, the defendant invoked its contractual right to withdraw from the settlement. The litigation is pending.
<i>Poertner v. The Gillette Co.</i> , No. 6:12-cv-00803 (M.D. Fla.) (Ted Frank objected, represented by CCAF attorney Adam Schulman)	The district court approved the settlement and the fee award, and the Eleventh Circuit affirmed in an unpublished order, and the Supreme Court denied <i>certiorari</i> , despite the circuit split with <i>Pearson</i> .

Case	Result
<p><i>In re Google Referrer Header Privacy Litigation</i>, No. 10-cv-04809 (N.D. Cal.) (Ted Frank was a <i>pro se</i> objector and also represented HLLI attorney Melissa Holyoak)</p>	<p>The district court approved the settlement and the fee award. The Ninth Circuit affirmed in a 2-1 decision. On April 30, 2018, the Supreme Court granted <i>certiorari</i> for the October 2018 Term in <i>Frank v. Gaos</i>, No. 17-961. Ted Frank argued the case in the Supreme Court October 31, 2018. In 2019, the Supreme Court vacated the decision and remanded for consideration of the question of Article III standing. The Ninth Circuit remanded to the district court. The case is pending in the district court.</p>
<p><i>Delacruz v. CytoSport, Inc.</i>, No. 4:11-cv-03532-CW (N.D. Cal.) (Ted Frank was a <i>pro se</i> objector)</p>	<p>Ted Frank joined in part the <i>pro se</i> objection of William I. Chamberlain. The district court approved the settlement and the fee award. We did not appeal, and received no payment.</p>
<p><i>In re American Express Anti-Steering Rules Antitrust Litigation</i>, No. 11-md-2221 (E.D.N.Y.)</p>	<p>We objected and the district court rejected the settlement. We have neither sought nor received payment.</p>



Case	Result
<p><i>In re Capital One Telephone Consumer Protection Act Litigation</i>, 12-cv-10064 (N.D. Ill.) (Objector Jeffrey Collins represented by CCAF attorney Melissa Holyoak)</p>	<p>Our objection was only to the fee request, and the district court agreed to a reduction of about \$7 million in fees. We appealed seeking further reductions, but plaintiffs offered to pay our client \$25,000 to dismiss his appeal, and he accepted the offer against our recommendation and his earlier promise to us. Ethics rules prohibited us from interfering with the client's decision. CCAF received no payment. Seventh Circuit law requires the court to investigate before granting a motion to voluntarily dismiss an appeal of a class action settlement approval, but no investigation was performed, despite extensive press coverage of our protest of class counsel's unethical behavior.</p>
<p><i>Lee v. Enterprise Leasing Company-West, LLC</i>, No. 3:10-cv-00326 (D. Nev.) (CCAF attorney Melissa Holyoak)</p>	<p>The district court approved the settlement and the fee request. CCAF did not appeal, and received no payment.</p>
<p><i>Jackson v. Wells Fargo</i>, No. 2:12-cv-01262-DSC (W.D. Pa.)</p>	<p>The district court approved the settlement and the fee request. CCAF did not appeal, and received no payment. CCAF attorney Adam Schulman represented the objector.</p>
<p><i>In re Transpacific Passenger Air Transp. Antitrust Litig.</i>, No. 3:07-cv-05634-CRB (N.D. Cal.)</p>	<p>The district court approved the settlement, but reduced the Rule 23(h) request for fees and expenses by over \$5.1 million, for the benefit of the class. The district court awarded CCAF fees. In a 2-1 decision, the Ninth Circuit affirmed settlement approval. CCAF attorney Anna St. John argued at the district court and appellate level.</p>

Case	Result
<i>Careathers v. Red Bull N. Am., Inc.</i> , No. 1:13-cv-0369 (KPF) (S.D.N.Y.) (Ted Frank objected, represented by CCAF attorney Erin Sheley)	The district court approved the settlement, but reduced the fee request by \$1.2 million. We did not appeal, and received no payment.
<i>In re Riverbed Securities Litigation</i> , Consolidated C.A. No. 10484-VCG (Del. Ch.)	CCAF assisted <i>pro se</i> objector Sam Kazman, a CEI attorney, before CCAF merged with CEI. The court approved the settlement and reduced the fee request.
<i>In re Target Corp. Customer Data Security Breach Litig.</i> , MDL No. 14-2522 (PAM/JJK) (D. Minn.) (CCAF attorney Melissa Holyoak)	The district court denied our objection. We successfully appealed to the Eighth Circuit. On limited remand, the district court denied our objection again. We appealed to the Eighth Circuit, which ordered supplemental briefing, and then affirmed.
<i>In re Polyfoam Antitrust Litig.</i> , No. 10-MD-2196 (N.D. Ohio) (CCAF attorney Anna St. John)	We objected to the fees and the <i>cy pres</i> proposal, and the district court reduced fees and rejected plaintiffs' proposed <i>cy pres</i> recipient. We did not appeal and received no payment. Our request for attorneys' fees was denied, and we did not appeal.

Case	Result
<i>Hays v. Walgreen Co.</i> , No. 14-C-9786 (N.D. Ill.) (Objector Jon Berlau represented by CCAF attorneys Melissa Holyoak and Ted Frank)	We objected to a \$0 settlement that provided only worthless disclosures to the shareholder class. Our appeal in the Seventh Circuit was successful, and plaintiffs voluntarily dismissed their case on remand.
<i>In re Subway Footlong Sandwich Mktg. &amp; Sales Pract. Litig.</i> , No. 2:13-md-2439-LA (E.D. Wisc.)	Ted Frank objected, represented by CCAF attorney Adam Schulman. The district court approved the settlement and fee request over my objection. Our appeal in the Seventh Circuit was successful, and plaintiffs voluntarily dismissed their case on remand.
<i>In re Colgate-Palmolive SoftSoap Antibacterial Hand Soap Mktg. &amp; Sales Pract. Litig.</i> , No. 12-md-2320 (D.N.H.)	CCAF attorney Anna St. John objected <i>pro se</i> . The district court approved the settlement and fee request over her objection. She filed an appeal to the <i>cy pres</i> provision of the settlement and dismissed the appeal without payment once the <i>cy pres</i> issue became moot.
<i>Doe v. Twitter, Inc.</i> , No. CGC-10-503630 (Cal. Sup. Ct. S.F. Cty.)	The district court approved the settlement over our objection, but reduced attorneys' fees. We did not appeal and received no payment.
<i>Rodriguez v. It's Just Lunch Int'l</i> , No. 07-cv-9227 (SHS)(SN) (S.D.N.Y.)	CCAF attorney Anna St. John successfully represented an objector to an abusive settlement; the court rejected the settlement. The litigation is pending, and our client will likely object to the improved settlement.

Case	Result
<i>Rougvie v. Ascena Retail Group</i> , No. 15-cv-724 (E.D. Pa.)	CCAF attorney Adam Schulman appeared on behalf of two objectors; the parties modified the settlement in part, and district court agreed with our objection that CAFA applied and governed attorneys' fees. We did not appeal, but other objectors appealed. The appeals were voluntarily dismissed. We were ultimately awarded \$78,000 in attorneys' fees for our work improving the settlement that provided \$702,640 in additional class benefit.
<i>Allen v. Similasan Corp.</i> , No. 3:12-cv-0376-BAS (JLB) (S.D. Cal.)	CCAF's objection on behalf of an objector to a \$0 settlement was upheld. The parties negotiated a new settlement proposing to pay about \$500,000 to the class. We did not object to the new settlement, and neither sought nor received payment.
<i>In re PEPCO Holdings, Inc., Stockholder Litig.</i> , C.A. No. 9600-VCMR (Del. Ch.)	In response to our proposed objection on <i>Walgreen</i> grounds, class counsel voluntarily dismissed the lawsuit and proposed settlement, saving the shareholders a substantial amount of money. We were awarded attorneys' fees by the Court.
<i>In re Pharmacyclics, Inc. Shareholder Litig.</i> , No. 1-15-CV-278055 (Santa Clara County, Cal.)	Law professor Sean J. Griffith, an objector with an unsuccessful objection to a \$0 shareholder settlement, retained CCAF for the appeal, which is pending in the California Court of appeal.
<i>Williamson v. McAfee, Inc.</i> , No. 5:14-cv-00158-EJD (N.D. Cal.)	CCAF attorney Anna St. John represented an objector. After we objected, the parties disclosed that the settlement claims rate was higher than we anticipated, and the district court approved the settlement. We did not appeal, and did not receive any payment.

Case	Result
<i>Edwards v. National Milk Producers Fed'n</i> , No. 11-cv-04766-JSW (N.D. Cal.)	CCAF attorney Anna St. John represented an objector who objected to fees only. The district court reduced the requested fees by over \$4.3 million, to be distributed to the class. We were awarded attorneys' fees by the court. We did not appeal; another objector's appeal is pending.
<i>In re Google Inc. Cookie Placement Consumer Privacy Litig.</i> , No. 12-MD-2358 (D. Del.)	Td Frank objected in this case, represented by CCAF attorney Adam Schulman. The district court overruled our objection to the settlement, but reduced attorneys' fees. Our appeal to the Third Circuit was successful, vacating the settlement and remanding. The case is pending in district court.
<i>Saska v. The Metropolitan Museum of Art</i> , No. 650775/2013 (Sup. Ct. N.Y. Cty., N.Y.)	CCAF attorney Anna St. John objected <i>pro se</i> . The court approved the settlement and attorneys' fee award over her objection. We did not appeal, and have neither sought nor received payment.
<i>Birbrower v. Quorn Foods, Inc.</i> , No. 2:16-cv-01346-DMG (AJW) (C.D. Cal.)	Ted Frank objected on behalf of a class member to a claims-made settlement and fee request. The district court approved the settlement and fee award over the objection. We did not appeal, and received no payment.
<i>Aron v. Crestwood Midstream Partners L.P.</i> , No. 16-20742 (5th Cir.)	An unsuccessful <i>pro se</i> objector retained us to prosecute his appeal of approval of a \$0 settlement where the court refused to follow <i>Walgreen</i> . The Fifth Circuit dismissed the appeal for lack of appellate jurisdiction because the objector filed his objection past the deadline in the district court.

Case	Result
<i>Kumar v. Salov N. Am. Corp.</i> , No. 14-cv-02411-YGR (N.D. Cal.)	Represented by CCAF attorneys, Ted Frank objected to a lop-sided settlement and fee request. The district court approved the settlement. CCAF attorney Melissa Holyoak argued the case on appeal and the Ninth Circuit affirmed.
<i>Campbell v. Facebook, Inc.</i> , No. 13-cv-5996-PJH (N.D. Cal)	Former CCAF attorney William Chamberlain represented a class member, CCAF attorney Anna St. John, objecting to an abusive settlement and fee request. The district court overruled the objection and approved the settlement. Our appeal to the Ninth Circuit was argued by Adam Schulman and is pending.
<i>Knapp v. Art.com, Inc.</i> , No. 16-cv-00768-WHO (N.D. Cal.)	CCAF represented a class member objecting to a settlement and fee request. The district court approved the settlement but agreed with us that fees should be awarded only after the redemption rate of the coupon relief was known. We objected to the resubmitted attorney fee request and won a reduction in attorneys' fees.

Case	Result
<i>In re Lithium Ion Batteries Antitrust Litig.</i> , No. 13-md-02420 YGR (DMR)	On behalf of class member Frank Bednarz, CCAF objected to a settlement and fee request. The court overruled the objection and approved the settlement, but reduced the attorneys' fees. We appealed the class certification and settlement approval to the Ninth Circuit and won remand. The parties have improved the settlement, but have not yet moved for preliminary approval. We objected to the attorneys' fees in a third tranche of settlements; the district court approved the fee request; we did not appeal, but other objectors did. We joined one objector in a Rule 62.1 motion for an indicative ruling vacating the fee award in the wake of the Ninth Circuit's decisions.
<i>Ma v. Harmless Harvest, Inc.</i> , No. 16-cv-7102 (JMA) (SIL) (E.D.N.Y.)	CCAF attorney Adam Schulman appeared on behalf of objector Anna St. John to a \$0 settlement. The district court rejected the settlement. The litigation is pending.
<i>In re Anthem Inc. Data Breach Litigation</i> , 15-md-02617-LHK (N.D. Cal)	Ted Frank represented an objector, CCAF attorney Frank Bednarz, who objected to fees and asked the court to investigate overbilling. The district court agreed and appointed a special master to investigate, and ultimately reduced fees. In response to our objection to <i>cy pres</i> provisions in the settlement, the parties agreed to increase recovery to the class. We did not seek fees and did not appeal.
<i>Leung v. XPO Logistics, Inc.</i> , No. 15-cv-03877 (N.D. Ill.)	On behalf of a class member, CCAF attorney Frank Bednarz objected to the fee request. The district court reduced fees slightly. We did not appeal.



Case	Result
<i>Cannon v. Ashburn Corp</i> , No. 16-cv-1452 (D.N.J.)	On behalf of an objector, CCAF attorney Adam Schulman objected to an abusive settlement through local counsel. The parties agreed to modify the settlement to improve class recovery, and the district court rejected the modified settlement.
<i>Farrell v. Bank of Am., N.A.</i> , No. 3:16-cv-00492-L-WVG (S.D. Cal.)	CCAF represents an objector who objected to fees, a <i>cy pres</i> provision, and the class certification in the alternative. The attorneys reduced their fee request in response to our objection, and the court approved the modified fee request and settlement. Our appeal to the Ninth Circuit is pending.
<i>In re Petrobras Securities, Litigation</i> , No. 14-cv-9662 (S.D.N.Y.).	CCAF represented an objector who objected to fees and class certification. The district court reduced fees by over \$96 million and affirmed the settlement. We did not appeal. CCAF requested attorneys' fees, which were granted in part and denied in part. We appealed the denial of our attorneys' fees in the Second Circuit and won. On remand, the court again granted in part CCAF's request for fees, which we appealed to the Second Circuit; that appeal is pending.
<i>Berni v. Barilla</i> , No. 16-cv-4196 (E.D.N.Y.)	CCAF attorney Adam Schulman objected <i>pro se</i> to a \$0 class-action settlement. The district court approved the settlement, and Schulman's appeal to the Second Circuit is pending.



Case	Result
<i>In re Domestic Airline Travel Antitrust Litigation</i> , No. 15-mc-1404 (D.D.C.)	CCAF attorney Ted Frank represented class members and CCAF attorneys Ted Frank and Frank Bednarz in objecting to the lack of a distribution plan and a class notice suggesting that the settlement proceeds would go to <i>cy pres</i> . The district court approved the settlement and deferred any ruling on fees. Our appeal to the D.C. Circuit is pending.
<i>Cowen v. Lenny &amp; Larry's</i> , No. 17-cv-1530 (N.D. Ill.) (Ted Frank objected, represented by CCAF attorney Frank Bednarz)	CCAF attorney Frank Bednarz represented class member and CCAF attorney Ted Frank in objecting to the disproportion in this coupon settlement. The parties modified the settlement to make relief more proportional to attorneys' fees, providing \$537,950 more to the class (over original cap of \$350,000) and mooting our objection. The district court granted our motion for \$20,000 in attorneys' fees on August 20, 2019.
<i>In re Samsung Top-Load Washing Machine Marketing Sales Practices and Prod. Liability Litig.</i> , No. 17-ml-2792-D (W.D. Okla.)	CCAF attorney Frank Bednarz represented a class member objecting to the disproportion attorneys' fees and actual relief, which consists of duplicative injunctive relieve and a claims-made settlement that provides only coupons to most class member. The fairness hearing was held October 7, 2019 and our objection is pending.
<i>Littlejohn v. Ferrara Candy Co.</i> , No. 17-cv-1530 (S.D. Cal.)	CCAF attorney Ted Frank represented a class member objecting to this \$0 settlement. The district court approved the settlement. Our appeal to the Ninth Circuit is pending.

<b>Case</b>	<b>Result</b>
<i>In re Wells Fargo &amp; Co. Shareholder Derivative Litigation</i> , No. 3:16-cv-05541-JST (N.D. Cal.)	CCAF attorney Ted Frank objected to the fee request on behalf of a class member. The fairness hearing was held August 1, 2019 and our objection is pending.
<i>In re Stericycle Securities Litigation</i> , No. 16-cv-7145 (N.D. Ill.)	CCAF attorneys represent a shareholder class member objecting to the fee request in this settlement. The fairness hearing was held on July 22, 2019 and our objection is pending.
<i>In re Volkswagen Clean Diesel MDL</i> , No. 3:15-md-02672-CRB (N.D. Cal.)	HLLI attorneys objected to the settlement and fee request on behalf of a client in this case; the district court approved both. We appealed the fee award, but did not appeal the settlement approval. The Ninth Circuit dismissed the appeal on the grounds that our client's acceptance of the benefits of the settlement included the signature of a release that released him from any further claims and deprived him of appellate standing, and we did not appeal further.
<i>In re ConAgra Foods, Inc.</i> , No. 2:11-cv-05379-CJC-AGR (C.D. Cal.)	CCAF attorney Ted Frank represented a class member objecting to the disproportion attorneys' fees and actual relief including worthless injunctive relief. The district court approved the settlement. Our appeal to the Ninth Circuit is pending.
<i>Mckinney-Drobnis v. Massage Envy Franchising, LLC</i> , No. 16-cv-6450-MMC (N.D. Cal.)	CCAF attorney Ted Frank represented a class member objecting to this coupon settlement. Our objection is pending.

12. HLLI attorneys M. Frank Bednarz, Adam Schulman, Ted Frank and I have worked on this objection; HLLI attorney Anna St. John may work on this objection in the future.

13. In addition to the work described above, in terms of counsel's skill and experience, M. Frank Bednarz graduated 2009 from the University of Chicago Law School. He worked from 2010 to 2016 as an associate at Goodwin Procter LLP, where he practiced patent litigation including Hatch-Waxman litigation and litigation before the International Trade Commission. He joined CCAF in May 2016.

14. Adam Schulman is a 2010 graduate of Georgetown University Law Center. Unlike many attorneys his age, he has made first-chair court appearances in the United States Courts of Appeals for the Third and Sixth Circuits, as well as numerous such appearances in district court. *See, e.g., In re Dry Max Pampers Litig.* 713 F.3d 724, (6th Cir. 2013).

15. Anna St. John is a 2006 graduate of Columbia Law School, where she was a James Kent Scholar. After law school, she served as a law clerk for the Honorable Rhesa H. Barksdale on the U.S. Court of Appeals for the Fifth Circuit, and then worked as an associate in the Washington, D.C., office of Covington & Burling LLP. While at Covington, she managed complex insurance litigation on behalf of policyholders and white collar investigations, in connection with which she engaged in nearly all forms of written and document discovery, deposed and defended witnesses, and authored various motions and briefs in state and federal courts.

### Potential Fee Request

16. The Preliminary Approval Order (“PAO”) requires detailed information regarding objectors’ counsel who intend to seek compensation. While CCAF is funded entirely through charitable donations and court-awarded attorneys’ fees, the possibility of a fee award never factors into the Center’s decision to accept a representation or object to an unfair class-action settlement or fee request.

17. CCAF’s history in requesting attorneys’ fees reflects this approach. Despite having made dozens of successful objections and having won over \$200 million on behalf of class members, CCAF has not requested attorneys’ fees in the majority of its cases or even in the majority of its appellate victories. CCAF regularly passes up the opportunity to seek fees to which it is legally entitled. In *Classmates*, for example, CCAF withdrew its fee request and instead asked the district court to award money to the class; the court subsequently found that an award of \$100,000 “if anything” “would have undercompensated CCAF.” *In re Classmates.com Consol. Litig.*, No. 09-cv-0045-RAJ, 2012 WL 3854501, at \*11 (W.D. Wash. June 15, 2012). In other cases, CCAF has asked the court for a fraction of the fees to which it would be legally entitled based on the benefit CCAF achieved for the class and asked for any fee award over that fractional amount be returned to the class settlement fund. In *Petrobras*, despite winning tens of millions of dollars for the class, we requested less than \$200,000 in fees.

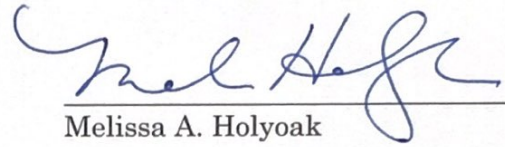
18. Whether CCAF seeks fees in this case depends on what it achieves for the class. If CCAF is successful in reducing class counsel's fee request and returning that excess to the class, CCAF may seek fees on a percentage of recovery basis. *In re Southwest Airlines Voucher Litigation*, 898 F. 3d 740, 745-46 (7th Cir. 2018) (finding CCAF's request for 10% of benefit as modest). I cannot estimate the amount of fees CCAF would seek without knowing the benefit.

19. I have spent approximately 55 hours to date on this matter. It is difficult to estimate the additional time I will spend because it is unknown what discovery or motion practice we may have to respond to. I estimate that M. Frank Bednarz has spent approximately 1-5 hours and that Adam Schulman has spent 5-10 hours. While Ted Frank has also spent time on this matter, we will not seek fees based on his time.

20. My hourly rate is \$500 per hour. M. Frank Bednarz's hourly rate is \$400 per hour and Adam Schulman's hourly rate is \$375 per hour. Anna St. John's hourly rate is \$450.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on November 18, 2019, in Salt Lake City, Utah.



Melissa A. Holyoak